

TORONTO STOCK EXCHANGE

OCT 1 1963
FILING STATEMENT No. 965.
FILED, AUGUST 1st, 1963.

NEW TAKU MINES LIMITED

Full corporate name of Company

Incorporated under the Ontario Corporations Act by Letters Patent dated May 27, 1938.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Approval of bondholders to exchange outstanding bonds on basis of 200 shares for each \$100.00 principal amount of bonds (See Appendix "A" on pages 2 & 3). (2) Proposed increase in authorized capital from 2,500,000 shares N.P.V. to 3,500,000 shares N.P.V. to secure shares necessary for above exchange. (3) A change in the Board of Directors of the Company.
2. Head office address and any other office address.	Head Office: Suite 906, 11 Adelaide Street West, Toronto, Ontario Executive Office: Suite 401, 1033 Davie Street, Vancouver 5, B.C.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	W. B. Milner, President and Director, 2890 S.W. Marine Drive, Vancouver 13, B.C., Executive, L. G. White, Vice-President and Director, 704 Parkside Road, West Vancouver, B.C., Mining Engineer, Geoffrey E. Wootton, Director, 6112 Churchill Street, Vancouver, B.C., Broker, W. W. Dennis, Director, 16 Cranleigh Court, Islington, Ontario, Prospector, R. H. Tupper, Director, 2090 Comox Street, Vancouver 2, B.C., Queen's Counsel, D. E. Betchley, Secretary, 1309 West 14th Avenue, Vancouver, B.C., Corporate Secretary, F. W. Schroeder, Treasurer, 6932 Ontario Street, Vancouver 15, B.C., Mr. White replaced J. D. Mason as Vice-President and Director June 4th, 1963.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capital: 2,500,000 shares of no par value Issued and Outstanding Capital: 1,300,005 shares of no par value
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	5% First Mortgage Sinking Fund Bonds due January 1, 1969 Authorized and Issued - \$1,500,000 Outstanding - \$ 828,750.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	(See Question 1 above). Redemptions since December 31st, 1962 have reduced the Bonds outstanding to a total par value of \$947,500.00 against which 1,895,000 shares will be held as reserve for issuance upon the surrender of outstanding bonds. Partial redemption payments of 12½¢ have now reduced the principal amount outstanding on the \$947,500.00 to \$829,062.50.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Future development plans for the Company's gold property at Tulsequah, B. C., are delayed pending improvement of the economics of the gold mining industry. The Company's milling plant remains intact on the property.
10. Brief statement of company's chief development work during past year.	No development work done during past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable

EXTRA-ORDINARY RESOLUTIONS of the holders of 5% First Mortgage Sinking Fund Bonds issued by NEW TAKU MINES LIMITED (formerly Numalake Mines Limited) (hereinafter called "the Company") pursuant to a Deed of Trust and Mortgage between the Company and The Canada Trust Company dated as of the 15th day of December, 1953 (hereinafter called "the Trust Deed")

RESOLVED AS AN EXTRA-ORDINARY RESOLUTION:

1. That pursuant to Section CIII of the Trust Deed the Bondholders assent to the following modifications and changes in the Trust Deed and authorize the Trustee to concur in and execute a supplemental indenture embodying the following modifications and changes therein:

- (a) Delete Section XX of the Trust Deed and substitute the following Section therefor:

"EXCHANGE, CONVERSION, PURCHASE
AND PREPAYMENT OF BONDS."

SECTION XX

The Company covenants and agrees with the Trustee for the benefit of the Trustee and the holders of the bonds that it will exchange fully paid up and non-assessable common shares of the Company for the bonds as follows:

For each \$100 par value of the bonds surrendered for exchange hereunder on or before the 16th day of September, 1963, the Company will issue and allot to the holder of such bonds 200 fully paid up and non-assessable common shares.

Bonds surrendered for exchange hereunder shall be delivered to the Trustee by the holder thereof and the Trustee shall notify the Company of such surrender. Upon issue and allotment of common shares as hereinbefore set forth the bonds so surrendered shall be cancelled and incinerated by the Trustee.

SECTION XXA

Any and all monies standing to the credit of the special account of the fund for the purchase and prepayment of bonds on the 26th day of June, 1963, pursuant to the former Section XXA may be applied to and used for the general corporate purposes of the Company. The Company may purchase bonds for cancellation at the lowest price at which they can be readily obtained. The Company may advertise for proposals to sell such bonds to it, or may purchase the same either at public or private sale as to it seems most advisable. All bonds purchased hereunder shall be forthwith delivered to the Trustee and shall be cancelled and incinerated by the Trustee."

- (b) Delete Sections XXI and XXI.A of the Trust Deed and substitute the following therefor:

SECTION XXI

Any and all monies standing to the credit of the special account for the purpose of paying expenses incurred or to be incurred by the Company in re-opening the Company's properties at or near Tulsequah, British Columbia, under the provisions of the former Section XXI may be applied to and used for the general corporate purposes of the Company.

SECTION XXI.A

The bondholders hereby waive, release, and forever discharge the Company, its officers, directors, and servants and agents, and the Trustee, of and from all claims, demands, actions, at law or in equity, and every obligation or liability arising out of or in any way

NEW TAKU MINES LIMITED

PROFIT & LOSS TO JUNE 30, 1963

Revenue

Interest	\$ 3 412.71
Profit on sale of securities	284.25
	<u>\$ 3 696.96</u>

Expenses

Fees, taxes, licenses	\$ 1 136.07
Rent & services	1 200.00
Professional services	250.00
Shareholders reports	244.18
General expenses	<u>36.75</u>
	2 867.00

Interest on funded debt 20 719.00 23 586.00

Loss for the Period \$ 19 889.04

[Signature]
Director

[Signature]
Manager

NEW TAKU MINES LIMITED

SECURITIES JUNE 30, 1963

	COST		MARKET VALUE	
	Share or Par Value	Amount	Per Share	Amount
<u>BONDS</u>				
Government of Canada 4½% Sept. 1/72	40 000.00	37 800.00	96.00	38 400.00
Canadian Utilities 5½% 1 Dec 77	5 000.00	4 975.00	133.00	6 650.00
C N R 3½% Feb 1 74	55 000.00	48 950.00	89.75	49 362.00
C N R 4% 1 Feb 81	10 000.00	9 700.00	87.75	8 775.00
C P R 3½% 1 Oct 66	10 000.00	9 000.00	95.25	9 525.00
Government of Canada 4½% 1 Sept. 83	20 000.00	20 000.00	94.00	18 400.00
Northwestern Utilities 5 3/8% 15 Apr. 83	5 000.00	4 962.50	98.50	4 925.00
P G E R 4½% Dec 87	10 000.00	<u>9 860.00</u>	100.00	<u>10 000.00</u>
		145 247.50		146 037.00

SHARES IN ASSOCIATED CO.

Bralsaman Petroleum	5 000	5 000.00	.35	1 750.00
Central Porcupine Mines Ltd.	10 000	3 696.25	.05½	550.00
Consolidated Nicholson Mines	171 400	43 729.65	.05	8 570.00
Crestaurum Mines	100 000	15 500.00	.08	8 000.00
Lynx Yellowknife Gold Mines	60 000	8 100.00	.06	3 600.00
Nisto Mines Ltd.	60 000	11 934.79	.06	3 600.00
Sunshine Lardeau Mines	10 000	1 900.00	.10	1 000.00
Transcontinental Resources Ltd.	29 640	<u>11 536.45</u>	.10	<u>2 964.00</u>
		101 397.14		30 034.00

OTHER

Brikon Explorations	5 000	5 000.00		
Caribbean Gold Mines	2 626 2/7	11 507.50		
Jardun Mines pooled	12 800	4 270.39		
Levack Nickle Mines	12 958	2 049.23		
" " pooled	9 583			
Micktan Explorations	250	250.00		
Northern Athabasca Petroleum	800	4 800.00		
Wejack Mines	9 600	1 000.00		
" " pooled	14 400			
		<u>28 877.12</u>		

NOTES RECEIVABLE

Caribbean Gold Mines Ltd. 4% June 1 53	3 000.00	2 850.00		
Sundry Participations				
Bachelor Lake	4%	600.00		
Prospecting Syndicate - V H Partiarche		<u>250.00</u>		
		850.00		

connected with default by the Company under or the breach by the Company of any of the provisions of this indenture of whatever nature and kind existing up to the 26th day of June, 1963 and in particular but without restricting the foregoing, any default under breach of the provisions of former Sections XX, XXI and XXIA of this Indenture."

(c) Amend the Trust Deed as follows:

(1) add thereto the following as Section XIA:

SECTION XIA

Notwithstanding the provisions of this indenture or of any bonds heretofore issued hereunder, all bonds heretofore or hereafter issued hereunder shall mature and be payable on the 1st day of January, 1979 and not sooner. Whenever and so often as bonds are presented to the Trustee for transfer, the Trustee shall endorse thereon the words and figures following: "By Supplemental Deed of Trust and Mortgage, the maturity date of the within Bond was changed to the 1st day of January, 1979."

(ii) delete from the fourth line of Section XI the figures "1969" and substitute the figures "1979".

(iii) delete from the ninth and thirteenth lines of the Second Schedule the figures "1969" and substitute the figures "1979".

(iv) delete from Section LXXIV the words and figures "Main Floor, 532 Burrard Street," and substitute therefor the following words and figures: "401-1033 Davie Street."

2. That pursuant to Section CIII of the Trust Deed the Bondholders sanction the release of the Company and do hereby release and discharge the Company from payment of interest due on the bonds and unpaid as of the 26th day of June, 1963 and do hereby release the whole of the mortgaged premises from the charge hereby created in respect of such interest and the Bondholders authorize the Trustee to execute a Supplemental Indenture containing such release and discharge.

FINANCIAL STATEMENTS

NEW TAKU MINES LIMITED

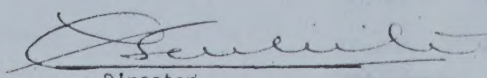
BALANCE SHEET JUNE 30, 1963

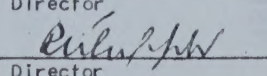
A S S E T S

<u>Current</u>		
Cash		\$ 37 754.86
Accrued Interest		2 039.60
Company bond purchase for Sinking fund requirements (principal sum \$58,500)		18 831.25
Investment at cost or less		
Government & other bonds (market value \$146,037)	\$ 145 247.50	
Shares in associated companies (market value \$30,034.1)	101 397.14	
Other	28 877.12	
Notes receivable	2 850.00	
	278 371.76	
Less allowance for decline in value	127 000.00	151 371.76
Sundry participations at cost		850.00
<u>Fixed</u>		
Mining properties	\$ 677 023.26	
Plant, equipment	\$1 496 696.69	
less accumulated depreciation	481 869.95	1 014 826.74
		1 691 850.00
		<u>\$1 902 697.47</u>

L I A B I L I T I E S

<u>Current</u>		
Interest coupons payable in respect of debentures of Taku River Gold Mines Ltd.		\$ 2 993.60
<u>Funded debt</u>		
5% first mortgage S. F. bonds due Jan 1 69	\$ 1 500 000.00	
less, redeemed	\$ 486 000.00	
Principal payments	126 750.00	612 750.00
		887 250.00
Accrued interest	474 769.00	1 362 019.00
<u>Capital</u>		
Authorized: 2,500,000 shares no par value		
Issued 1,300,005 " " "	817 165.53	
Deficit Dec. 31, 1962	259 591.62	
Current P or (L)	(19 889.04)	537 684.87
		<u>\$1 902 697.47</u>


Director


Director

NEW TAKU MINES LIMITED

RECEIPTS & DISBURSEMENTS JAN 1 - JUN 30/63

Cash January 1, 1963

\$ 32 278.66

RECEIPTS

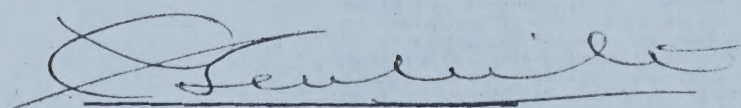
C N R 2 7/8% /69 Par value \$55,000.00	\$ 49 568.75	
B A 2 7/8% /64 Par value \$40,000.00	39 000.00	
Crown Silver 152,500 shs.	4 575.00	
Interest Inc.	<u>3 333.80</u>	<u>96 477.55</u>
		\$128 756.21

DISBURSEMENTS

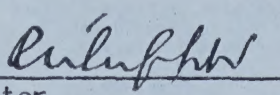
C N R 3 3/4% /74 Par value \$55,000.00	48 950.00	
Gov. of Canada 4 1/4% /72 Par value \$40,000.00	37 800.00	
Accrued interest	405.60	
New Taku 5% /69 Par value \$4,500.00	728.75	
Prospecting Syndicate - V H Patriarche	250.00	
Admin. expenses	<u>2 867.00</u>	<u>91 001.35</u>

Cash June 30, 1963

\$ 37 754.86



Director



Director

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	There are no pooled or escrowed shares																		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable																		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><thead><tr><th>NAME AND ADDRESS:</th><th>NO. OF SHARES:</th><th>BENEFICIAL OWNER:</th></tr></thead><tbody><tr><td>Acadia Securities Limited Ste. 401, 1033 Davie Street Vancouver 5, B.C.</td><td>135,050</td><td>Acadia Securities Limited</td></tr><tr><td>James Richardson & Sons 173 Portage Ave. E. Winnipeg, Man.</td><td>36,784</td><td>Unknown</td></tr><tr><td>Ross, Knowles & Co. Ltd. 105 Adelaide St. West Toronto, Ontario.</td><td>28,200</td><td>Unknown</td></tr><tr><td>Transcontinental Resources Limited Ste. 401, 1033 Davie Street Vancouver, 5, B.C.</td><td>119,037</td><td>Transcontinental Resources Limited</td></tr><tr><td>Val & Co. Ste. 401, 1033 Davie Street Vancouver 5, B.C.</td><td>470,036</td><td>As to 360,649 shares - Transcontinental Resources Limited As to 16,675 shares - Acadia Securities Limited As to 53,712 shares - North Central Investments Ltd. As to balance - unknown</td></tr></tbody></table>	NAME AND ADDRESS:	NO. OF SHARES:	BENEFICIAL OWNER:	Acadia Securities Limited Ste. 401, 1033 Davie Street Vancouver 5, B.C.	135,050	Acadia Securities Limited	James Richardson & Sons 173 Portage Ave. E. Winnipeg, Man.	36,784	Unknown	Ross, Knowles & Co. Ltd. 105 Adelaide St. West Toronto, Ontario.	28,200	Unknown	Transcontinental Resources Limited Ste. 401, 1033 Davie Street Vancouver, 5, B.C.	119,037	Transcontinental Resources Limited	Val & Co. Ste. 401, 1033 Davie Street Vancouver 5, B.C.	470,036	As to 360,649 shares - Transcontinental Resources Limited As to 16,675 shares - Acadia Securities Limited As to 53,712 shares - North Central Investments Ltd. As to balance - unknown
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present Board of Directors may be in a position to effect control of the Company if they are able to obtain sufficient proxies from the large shareholders as shown in Item 15.																		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See attached.																		
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.																		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Agreement dated January 10, 1951 and amending agreement dated June 20th, 1952, made between Polaris Taku Mining Company Limited and Taku Smelting Co. Ltd. (predecessors of New Taku Mines Limited) and The Consolidated Mining and Smelting Company of Canada Limited covering the lease of this Company's milling plant to The Consolidated Mining and Smelting Company of Canada Limited on a royalty basis.																		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Transcontinental Resources Limited holds \$232,000.00 of the Bonds to be exchanged for shares of the Company, and is also the holder of 492,686 shares in the Company. Of the Directors of the Company the following are also Directors and/or Officers of Transcontinental: W. B. Milner, Chairman; L. G. White, President; R. H. Tupper and W. W. Dennis, Directors. Acadia Securities Limited holds \$131,000.00 of the said Bonds and is the holder of 191,725 shares of the Company. Of the Officers and Directors of the Company the following are also Directors and/or Officers of Acadia: W. B. Milner, President and Director; D. E. Betchley, Secretary and Director; F. W. Schroeder, Treasurer. North Central Investments Limited holds \$41,000.00 of the said Bonds and is the holder of 53,925 shares of the Company. Of the Officers and Directors of the Company, the following are also Officers and/or Directors of North Central: W. B. Milner, President and Director; F. W. Schroeder, Vice-President and Director; R. H. Tupper, Secretary and Director. Shares issued in exchange for bonds will not be in the course of primary distribution to the public.																		

CERTIFICATE OF THE COMPANY

DATED July 18th, 1963.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"L.G. White"

"R.H. Tupper"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

CORPORATE SEAL

Director

Director

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)